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DUPLICATE
WC 06-79

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of the Application of

Charter Communications VI, LLC
Charter Fiberlink WV-CCO, LLC

and

Cebridge Telecom WV, LLC

for Authorization Pursuant to Section 214 of the
Communications Act of 1934, as Amended, and
Section 63.04 of the Commission's Rules, to
Permit the Parties to Transfer Certain Interstate
Telecommunications Customers in West Virginia
to Cebridge Telecom WV, LLC

FCC/MELLON

MAR 29 2006

WB Docket No. _____

IB File No. _____

DOMESTIC SECTION 214 APPLICATION

Cebridge Telecom WV, LLC ("Cebridge"), and Charter Communications VI, LLC and Charter Fiberlink WV-CCO, LLC (collectively "Charter" unless individually named) (together with Cebridge "Applicants"), through their undersigned counsel, hereby request authorization pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.04 of the Commission's rules, to permit the parties to transfer certain interstate telecommunications customers in West Virginia from Charter to Cebridge.

I. DESCRIPTION OF THE APPLICANTS

A. Charter

Charter Communications VI, LLC and Charter Fiberlink WV-CCO, LLC are limited liability companies organized and existing under the laws of the state of Delaware. The only Charter telecommunications customers in the state of West Virginia affected by the proposed transaction are school districts. Charter provides the underlying telecommunications transport in connection with data transport services and Internet access to these school districts, and the school districts receive funding under the federal Schools and Libraries program ("e-rate") for these services.

B. Cebridge [FRN 0014854517]

Cebridge is a limited liability company organized and existing under the laws of the state of West Virginia, with its principal office located at 12444 Powerscourt Dr., Suite 450, St. Louis, MO 63131. Cebridge is an indirect subsidiary of Cebridge Connections Holdings, LLC ("Cebridge Holdings").

II. DESCRIPTION OF THE TRANSACTION

Through the proposed transaction, the Applicants propose to, among other things, purchase a portion of the e-rate customer base receiving telecommunications services from Charter in West Virginia. Specifically, an affiliate of Cebridge and an affiliate of Charter signed an asset purchase agreement, which will be assigned by such Cebridge affiliate to Cebridge and certain other Cebridge affiliates immediately prior to the closing contemplated thereunder, pursuant to which Cebridge, as an assignee, proposes to acquire certain regulated communications facilities of Charter currently used to provide cable

television and Internet access services, as well as a limited number of telecommunications services provided to school districts in West Virginia.

III. INFORMATION REQUIRED BY SECTION 63.04

Applicants submit the following information in support of their request to transfer Section 214 authorization pursuant to Section 63.04 of the Commission's rules.

(a)(1) Name, address and telephone number of each Applicant.

Transferors	Transferee
Charter Communications VI, LLC Charter Fiberlink WV-CCO, LLC 12405 Powerscourt Drive St. Louis, MO 63131 Telephone: 314 543 2567	Cebridge Telecom WV, LLC 12444 Powerscourt Dr., Suite 450 St. Louis, MO 63131 Telephone: 314 965 2020

(a)(2) State of organization of each Applicant.

Applicant	State
Charter Communications VI, LLC	Delaware
Charter Fiberlink WV-CCO, LLC	Delaware
Cebridge Telecom WV, LLC	Delaware

(a)(3) The name, title, post office address, and telephone number of the officer or contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed.

Questions or inquiries concerning this application may be directed to:

Counsel for Charter:

Counsel for Cebridge:

Carrie L. Cox
Director of Legal and Regulatory Affairs -
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Director, Governmental Relations
Cebridge Telecom WV, LLC
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St. Louis, MO 63131
Tel: 314 965 2020
Fax: 314 315 9322
Email: mike.zarrilli@cequel3.com

- (a)(4) The name, address, citizenship and principal place of business of any person or entity that directly or indirectly owns at least ten (10) percent of the equity of Cebridge, and the percentage of equity owned by each of those entities (to the nearest one (1) percent).**

Cebridge is an indirect, wholly-owned subsidiary of Cebridge Connections Holdings, LLC ("Cebridge Holdings"), a U.S. entity whose address and principal place of business ("PPB") is: 12444 Powerscourt Dr., Suite 450, St. Louis, MO 63131. OCM Principal Opportunities Fund II, LP ("OCM") is a private investment company and U.S. entity, which holds 37.81% of the equity of and voting interest in Cebridge Holdings. OCM's address and PPB is: 333 South Grand Ave., 28th Floor, Los Angeles, CA 90071. PAR Investment Partners, LP ("PAR") is a private investment company and U.S. entity, which holds 16.36% of the equity of and voting interest in Cebridge Holdings. PAR's address

and PPB is: c/o PAR Capital Management, Inc., One International Place, Suite 2401, Boston, MA 02110. GS Capital Partners 2000, L.P. ("GS Capital") is a private investment company and U.S. entity, which holds 14.05% of the equity of and voting interest in Cebridge Holdings. GS Capital's address and PPB is: 85 Broad Street, New York, NY 10004. There are no other investors in Cebridge Holdings that hold a 10% or greater interest. Furthermore, each 10% or greater interest holder (each of which is a U.S. entity) in OCM, PAR and GS Capital holds, as a result of its ownership interest in OCM, PAR or GS Capital, as the case may be, less than a 10% indirect equity and voting interest in Cebridge.

- (a)(5) Certification pursuant to §§ 1.2001 through 1.2003 of this chapter that no party to the application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.**

Through the attached certification, Cebridge certifies that no party to the application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

- (a)(6) Description of the Transaction**

The proposed transaction is described in Section II of the above application.

- (a)(7) A description of the geographic areas in which Charter and Cebridge (and their affiliates) offer domestic telecommunications services, and what services are provided in each area.**

Charter and its affiliates provide telecommunications services to residential, business and e-rate customers throughout the United States, but only certain e-rate services provided in West Virginia will be affected by the proposed transaction. Specifically, Charter currently provides telecommunications services to school districts in West Virginia that receive funding from the federal Schools and Libraries program in

connection with these services. Certain of Charter's contracts with the school districts for the provision of these services will be transferred to Cebridge upon approval of the proposed transaction.

Cebridge and its affiliates do not currently provide any telecommunications services. Certain of its affiliates plan to begin offering telecommunications services in other areas upon approval of a separate transaction, pending approval of the Commission and various other regulatory agencies.¹

(a)(8) A statement as to how the application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment.

Applicants submit that this application fits into the presumptive streamlined category set forth in Section 63.03(b)(2) of the Commission's rules because (i) the proposed transaction would result in Cebridge and all affiliates having a market share in the interstate, interexchange market of less than ten percent (10%), (ii) Cebridge and all affiliates would provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the proposed transaction, and (iii) neither Applicant or any of their affiliates is dominant with respect to any service.²

¹ For a description of this unrelated transaction currently pending before the Commission, see Joint International and Domestic Application of Cebridge Telecom Limited, LLC et al. for Authorization Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Transfer Control of Three Cox Entities, Assign a Portion of Other Cox Entities' Telecommunications Customer Bases and Assign Certain Associated Telecommunications Assets to Cebridge Telecom Limited, LLC and Cebridge Telecom General, LLC, filed Dec. 16, 2005, *supplemented and amended*, Mar. 21, 2006 (WCB Docket No. 05-350; IB file number not yet assigned).

² 47 C.F.R. § 63.03(b)(2).

- (a)(9) Identification of all other Commission applications related to the same transaction.**

There are no other applications that are being filed with the Commission to transfer any telecommunications assets in connection with the proposed transaction.

- (a)(10) A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure.**

The Applicants are not requesting any special consideration of this application.

- (a)(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction.**

The Applicants have not filed any waiver requests with the Commission in conjunction with this application.

- (a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets.**

Grant of this Application would serve the public interest, convenience and necessity for several reasons. First, the consummation of the proposed transaction will create a new, facilities-based competitor in the telecommunications market in West Virginia. The Commission has repeatedly stated that the goals of the Communications Act are served by encouraging facilities based competition.³ Cebridge will use advanced, cable-based

³ See e.g., *In Re Review of Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers; Implementation of the Local Competition Provisions of the Telecommunications Act of 1996; Deployment of Wireline Services Offering Advanced Telecommunications Capabilities*, Report and Order and Order on Remand and Further Notice of Proposed Rulemaking, 18 FCC Rcd 16978 (FCC rel. Aug. 21, 2003) at ¶ 70 ("We reaffirm the conclusion in the UNE Remand Order that facilities-based competition serves the Act's overall goals"); see also *United States Telecom Ass'n v. FCC*, 359 F.3d 554, 576 (D.C. Cir. 2004) (finding

technology to provide high-quality, fully functional telecommunications services. Cebridge will be providing a competitive choice in telephony services in many markets still dominated by incumbent local exchange carriers.

Second, Cebridge's management has extensive experience and expertise in bringing quality communications services to consumers. Jerald L. Kent, a nationally-recognized communications industry leader, is President and Chief Executive Officer of Cebridge and its affiliated entities. Mr. Kent began his career as a financial consultant, and then took a top management role at Cencom Cable Associates. He built Cencom into a top-20 cable operation before it was sold to Hallmark's Crown Cable in 1991 for an estimated \$1 billion. Two years later he started Charter Communications Inc. with 5 employees, piecing together systems until they hit 1.3 million subscribers, and were sold to Mr. Paul Allen, co-founder of Microsoft Corporation in 1998 for \$4.5 billion. Mr. Kent remained President and CEO of Charter Communications and grew the business into the fourth largest publicly traded broadband communications business in the country.

Cebridge's management team also includes Mr. Terry Cordova and Mr. Terry Piper. Mr. Cordova has over 18 years of experience in the communications industry, and has led technical teams in extensive deployments of advanced communications services including digital cable, high-speed Internet and video-on-demand services. Mr. Cordova also holds a Bachelor of Science degree in engineering and is a past National Director-at-Large for the Society of Cable Telecommunications Engineers Board. Mr. Piper has a degree in engineering electronics and over twenty years of experience in the engineering, technical operation, support and training of advanced communications network networks,

that the purpose of the Act "is to stimulate competition – preferably genuine, facilities-based competition."), *cert. denied*, 125 S. Ct. 313, 316, 345 (2004).

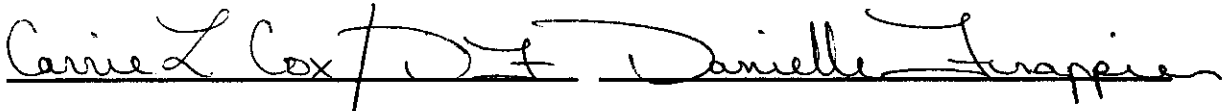
including hybrid-fiber coaxial cable circuit switched telephony, Voice over Internet Protocol, high speed data and interactive video.

The impressive management experience and engineering expertise of Messrs. Kent, Cordova and Piper, along with the operational expertise of key Charter employees to be hired by Cebridge, will ensure that Cebridge's customers will receive the best possible communications services. Specifically, Cebridge anticipates the acquisition of additional employees with substantial technical, operational and managerial experience providing communications services. Such persons will be retained and employed by Cebridge or an affiliate of Cebridge in association with the proposed transaction. Currently these persons are employed by Charter and are responsible for the operation of Charter's network facilities and the provision of service to Charter's customers. Upon completion of the proposed transaction, these Charter employees will become employees of Cebridge or an affiliate of Cebridge. As a result, in the near future Cebridge or an affiliate of Cebridge will employ additional employees with experience in providing the services that Cebridge will offer upon grant of this application. For the foregoing reasons, grant of this application would be served by the public interest, convenience and necessity.

IV. CONCLUSION

For the foregoing reasons, Applicants respectfully submit that the public interest, convenience and necessity would be served by a grant of this application.

Respectfully submitted,



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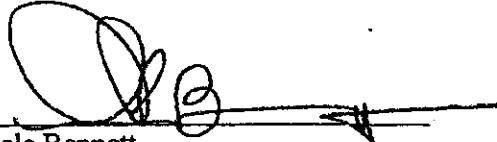
COUNSEL FOR CHARTER

COUNSEL FOR CEBRIDGE

Dated: March 29, 2006

CEBRIDGE CERTIFICATION

I, Dale Bennett, Sr. Vice President, Operations, Cebridge Telecom WV, LLC,
hereby certify that no party to the application is subject to a denial of Federal benefits
pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

A handwritten signature in black ink, appearing to be 'Dale Bennett', is written over a horizontal line.

Dale Bennett
Sr. Vice President, Operations
Cebridge Telecom WV, LLC